

OPPENHEIMER WOLFF & DONNELLY

1020 Nineteenth Street N.W.
Suite 400
Washington, D.C. 20036-6105

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FAX (202) 293-6200

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 2 11 03 AM '96

18644 A

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

December 2, 1996

VIA MESSENGER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Attn: Recordations Office, Room 2311

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. section 11301(a) is one executed original and one verified copy of an Addendum to a Lease of Railroad Equipment, a secondary document as defined in the Board's Rules for Recordation of Documents under 49 C.F.R. section 1177.1(b). The enclosed Addendum is connected to a Lease of Railroad Equipment dated December 29, 1993 between LEF&C Railway Company and Wheeling & Lake Erie Railway Company which was previously filed with the Board and assigned the recordation number 18644.

The names and addresses of the parties executing the above-referenced Addendum are:

Lessor: Clarion River Corporation
P.O. Box 145
505 Boulevard
Kenilworth, New Jersey 07033

Lessee: Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, OH 44613

The Clarion River Corporation is the successor in merger to the LEF&C Railroad Company, the lessor in the original Lease of Railroad Equipment.

A description of the equipment covered by the above-referenced Addendum to Lease is attached hereto as Schedule A.

Counter Parts - Edward J. Fisher

OPPENHEIMER WOLFF & DONNELLY

Mr. Vernon A. Williams
December 2, 1996
Page 2

Also, enclosed is a check in the amount of \$22 payable to the order of the Surface Transportation Board for the filing of this document.

A short summary of the document to appear in the index follows:

Addendum to Lease of Railroad Equipment with Recordation Number 18644, dated 12/27/93, by and between Clarion River Corporation and Wheeling & Lake Erie Railway Company, covering 83 units of rolling stock identified in Schedule A to the Addendum.

Kindly stamp the extra copy of the above-referenced Addendum and return it to the carrier of this letter.

Very truly yours,



Edward J. Fishman

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

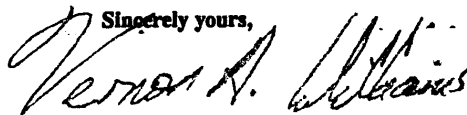
12/2/96

Edward J. Fishman
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, NW, Ste. 400
Washington, DC., 20036-6105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/2/96 at 11:05AM , and assigned recordation number(s). 18644-A.

Sincerely yours,

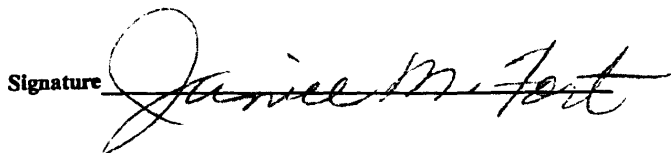


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



ORIGINAL

ADDENDUM TO LEASE

BETWEEN

LEF&C RAILROAD COMPANY

and

WHEELING & LAKE ERIE RAILROAD

Dated: December 27, 1993

18644-A
DEC 27 1996

- FIRST: Each and every term of the Lease between LEF&C Railroad Company and Wheeling & Lake Erie Railroad dated December 27, 1993 shall continue in full force and effect except as specifically modified or changed by this Addendum.
- SECOND: Clarion River Corporation, a New Jersey corporation doing business at P.O. Box 145, 505 Boulevard, Kenilworth, New Jersey, is the successor in merger with LEF&C Railroad Company and hereinafter referred to as "Lessor."
- THIRD: Wheeling & Lake Erie Railway Company is the correct name for the "Lessee", previously referred to as "Wheeling & Lake Erie Railroad."
- FOURTH: Paragraph 2 "Delivery and Acceptance of Units" is amended to read: "All eighty-three (83) units are currently in the possession of the Lessee. The Lessee is familiar with the condition of the Units and by execution of this Lease, accepts said Units in an "as is" condition. Lessor makes no warranties, expressed or implied, nor representations that the Units are fit for any particular purpose. The referred-to Units are numbered as set forth in Schedule "A" attached hereto."

- FIFTH: Paragraph 3 "Rentals" is amended to read: The Lessee shall pay the Lessor the sum of One Hundred Seventy Five (\$175.00) Dollars per Unit per month or a total of Fourteen Thousand Five Hundred Twenty Five (\$14,525.00) Dollars per month payable in advance on the first day of each month commencing on June 1, 1995 with the final payment being due on December 1, 2003.


As additional rent, there shall be a one time only lump-sum payment of ~~Fourteen Thousand Five Hundred Twenty Five (\$14,525.00)~~ Fourteen Thousand Dollars due to Lessor on June 1, 1995. *sw* *TJ* (\$14,000.00)

- SIXTH: Paragraph 5 "Manner of payment" is amended to read: The Lessee shall pay the Lessor, by wire transfer, on the first day of each month the sum of Fourteen Thousand Five Hundred Twenty Five (\$14,525.00) Dollars to a bank designated by Lessor.

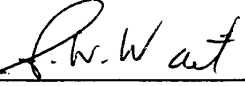
Lessor initially designates: United Counties Trust Company, 477 Boulevard, Kenilworth, New Jersey, 07033, Telephone #908-272-4500, (ABA #021-201-011) to be credited to the Lessor's account, No. 72-16-9238.

In the event the first day of the month falls on a Saturday,
a Sunday, or a bank holiday, the payment shall be due the first
business day following.

WHEELING & LAKE ERIE RAILWAY COMPANY




Secretary
(corporate seal)

By: 

~~XXXX XX XXXXXX XXXXXX~~
Steven W. Wait, President

CLARION RIVER CORPORATION



Richard M. Aimone, Secretary
(corporate seal)

By: 

Terry R. Zuckerman, President

CLARION
RIVER
1993
CORPORATION

SCHEDULE A

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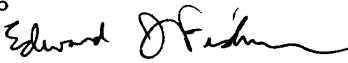
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CSX 827794

Certification of Counterpart

I, Edward J. Fishman, certify that I have compared the copy of the Addendum with the original Addendum and have found the copy to be complete and identical in all respects to the original. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on December 2, 1996



Edward J. Fishman

CORPORATE ACKNOWLEDGMENT

I, William A. Callison, certify that I am the Secretary of the Wheeling & Lake Erie Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on November 19 , 1996.

A handwritten signature in dark ink, appearing to read 'W. A. Callison', is written over a horizontal line.

William A. Callison